# UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVAL |  |
|--------------|--|
|              |  |

OMB Number: May 5, 2005

Expires: Estimated average burdén ...... 16.00 hours per response..

| SEC USE ONLY |         |
|--------------|---------|
| Prefix       | Serial  |
|              |         |
| DATE R       | ECEIVED |
|              |         |

| Name of Offering: (☐ check if this is an amend USA Briar Forest Crossing, LP  | ment and name has changed,                         | and indicate char         | ige).                           |                        |                    |
|---|--|---------------------------|---------------------------------|------------------------|--------------------|
| Filing Under (Check box(es) that apply):  | □ Rule 504   | □ Rule 505                | ☑ Rule 506                      | ☐ Section 4(6)         | □ ULOE             |
| Type of Filing:   New Filing □ Ame  | ndment A PASIC IDEN                                | TIELCATIOND               | A T A                           |                        | ~ CCCCI            |
| 1. Enter the information requested about the iss  | A. BASIC IDEN                                      | TIFICATION D              | AIA                             |                        |                    |
| Name of Issuer: ( check if this is an amendme<br>USA Briar Forest Crossing, LP  | ***  | d indicate change         | 2.)                             | JAN                    |                    |
| Address of Executive Offices<br>111 Corporate Drive, Suite 210, Ladera Ra   | (Number and Street, City nch, California 92694     | State, Zip Code)          | Telephone Number (877) 872-1031 | (Including Area Code)  | Marison<br>Marison |
| Address of Principal Business Operations (if different from Executive Offices)  | (Number and Street, City                           | State, Zip Code)          | Telephone Number                | (Including Area Code)  | )                  |
| Brief Description of Business (a) Acquire Briar Forest Crossing, a four stream (the "Property"), (b) offer and sell upartnership interest (d) own, hold, operate results. | ndivided tenant-in-comm                            | on interests in t         | he Property, (c) of             | fer and sell its class | A units of limited |
| Type of Business Organization   |  | _                         |                                 | /s                     |                    |
|   | ed partnership, already formed                     | ed □ o                    | ther (please specify):          |                        | 2005               |
| Actual or Estimated Date of Incorporation or Organization:  | rganization:  Month 1  (Enter two-letter U.S. Post | 2 2 7 ⊠ al Service abbrev | iation for State:               | stimated T X           | JAN 11 12          |
|   | CN for Canada; FN for oth                          | er foreign jurisdic       | ction                           | R. J.                  |                    |
| CENEDAL INCTDUCTIONS  |  |                           |                                 | 4                      | ~ /                |

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Ø □ Promoter □ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) USA Briar Forest Crossing GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 111 Corporate Drive, Suite 210, Ladera Ranch, California 92694 Check Box(es) that Apply: □ Promoter □ Beneficial Owner **Executive Officer** □ Director General and/or (Manager) Managing Partner Full Name (Last name first, if individual) H. Michael Schwartz Business or Residence Address (Number and Street, City, State, Zip Code) 111 Corporate Drive, Suite 210, Ladera Ranch, California 92694 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or ☐ Director Managing Partner Full Name (Last name first, if individual) U.S. Commercial LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, California 94558 Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or (Manager) Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, California 94558 Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual)

Enter the information requested for the following:

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

|  |   |  |  | В.   | INFORMA                         | TION ABO                     | UT OFFER                               | ING                              |   |                              |                                       |                              |
|--|---|--|--|--|---------------------------------|------------------------------|--|----------------------------------|---|------------------------------|---------------------------------------|------------------------------|
| 1.   | Has the issue   | er sold, or do                               | es the issuer                                    |  |                                 |                              |  |                                  |   |                              |                                       | es No                        |
|  |   |  | Answer   | r also in App                                  | endix, Colu                     | mn 2, if filin               | g under ULO                            | DE.                              |   |                              |                                       | Ŋ                            |
| 2. What is the minimum investment that will be accepted from any individual? |   |  |  |  |                                 |                              |  |                                  | 25 <u>,320*</u>                         |                              |                                       |                              |
| *Issuer reserves the right to waive the minimum purchase requirement.        |   |  |  |  |                                 |                              |  |                                  |   |                              |                                       |                              |
| 3.   | 3. Does the offering permit joint ownership of a single unit?                 |  |  |  |                                 |                              |  |                                  |   |                              | _                                     |                              |
| 4.   | Enter the inf<br>similar remu<br>an associated<br>or dealer. I<br>information | neration for<br>l person or a<br>f more than | solicitation of<br>gent of a bro<br>five (5) per | of purchasers<br>ker or deales<br>sons to be l | s in connecti<br>r registered v | on with sale<br>vith the SEC | s of securities and/or with            | es in the offer<br>a state or st | ering. If a pates, list the             | erson to be name of the      | ssion or<br>listed is<br>broker       | <b>-</b>                     |
| Full Nam   | e (Last name  | first, if indiv                              | idual)   |  | · · · · · · ·                   |                              |  |                                  |   |                              |                                       |                              |
| Steven ]   | L. Falk Ass<br>or Residence   | ociates                                      | mbor and St                                      | most City St                                   | oto Zin Cod                     | (a)                          | . 1111                                 |                                  |   |                              |                                       |                              |
|  |   | `  |  | , ,  |                                 | ,                            |  |                                  |   |                              |                                       |                              |
| Name of  | ox 245, 150<br>Associated Br  | oker or Deal                                 | er er  | F1001, SI                                      | migneid,                        | <u>INJ_07061</u>             |  |                                  |   |                              |                                       |                              |
| States in  | Which Person  | Listed Has                                   | Solicited or I                                   | ntends to So                                   | licit Purchas                   | ers                          |  | <u></u>                          |   |                              |                                       |                              |
| (Che   | eck "All States   | s" or check in                               | ndividual Sta                                    | ites)  | •••••                           |                              | •••••                                  | *****************                |   |                              |                                       | ☑ All States                 |
| [AL]<br>[IL]<br>[MT]<br>[RI]   | [IN]  | [AZ]<br>[IA]<br>[NV]<br>[SD]                 | [AR]<br>[KS]<br>[NH]<br>[TN]                     | [CA]<br>[KY]<br>[NJ]<br>[TX]                   | [CO]<br>[LA]<br>[NM]<br>[UT]    | [CT]<br>[ME]<br>[NY]<br>[VT] | [DE]<br>[MD]<br>[NC]<br>[VA]           | [DC]<br>[MA]<br>[ND]<br>[WA]     | [FL]<br>[MI]<br>[OH]<br>[WV]            | [GA]<br>[MN]<br>[OK]<br>[WI] | [HI]<br>[MS]<br>[OR]<br>[WY]          | [ID]<br>[MO]<br>[PA]<br>[PR] |
| Full Nam   | e (Last name  | first, if indiv                              | idual)   |  |                                 |                              |  |                                  |   |                              | <del></del>                           |                              |
| MCL Fi   | inancial Gr   | oup  | ,  |  |                                 |                              |  |                                  |   |                              |                                       | _                            |
| Business   | or Residence  | Address (Nu                                  |  | , •  | ate, Zip Cod                    | e)                           |  |                                  |   |                              |                                       |                              |
| 1869 W<br>Name of  | '. Littleton I<br>Associated Br   | Blvd., Littl<br>oker or Deal                 | leton, CO<br>er                                  | 80120  |                                 |                              |  |                                  |   |                              |                                       |                              |
| States in  | Which Person  | Listed Has                                   | Solicited or I                                   | ntends to So                                   | licit Purchas                   | sers                         |  |                                  |   |                              |                                       |                              |
| (Che   | eck "All States   | s" or check it                               | ndividual Sta                                    | ites)  |                                 |                              |  |                                  |   |                              |                                       |                              |
| · [AL]<br>[IL]<br>[MT]<br>[RI]   | [IN]  | [AZ]<br>[IA]<br>[NV]<br>[SD]                 | [AR]<br>[KS]<br>[NH]<br>[TN]                     | [CA]<br>[KY]<br>[NJ]<br>[TX]                   | [CO]<br>[LA]<br>[NM]<br>[UT]    | [CT]<br>[ME]<br>[NY]<br>[VT] | [DE]<br>[MD]<br>[NC]<br>[VA]           | [DC]<br>[MA]<br>[ND]<br>[WA]     | [FL]<br>[MI]<br>[OH]<br>[WV]            | [GA]<br>[MN]<br>[OK]<br>[WI] | [HI]<br>[MS]<br>[OR]<br>[WY]          | [ID]<br>[MO]<br>[PA]<br>[PR] |
| Full Nam   | e (Last name  | first, if indiv                              | idual)   |  |                                 |                              |  | <del></del>                      |   |                              |                                       |                              |
| Omni B<br>Business   | rokerage<br>or Residence  | Address (Nu                                  | mber and St                                      | reet, City, S                                  | tate. Zip Coo                   | le)                          |  | *                                |   | <u> </u>                     |                                       |                              |
|  | S. Jordan G   | •  |  |  | •                               | •                            |  |                                  |   |                              |                                       |                              |
| Name of  | Associated Bi   | oker or Deal                                 | ler  |  |                                 |                              |  |                                  |   | -                            |                                       |                              |
| States in  | Which Person  | Listed Has                                   | Solicited or l                                   | Intends to So                                  | olicit Purchas                  | sers                         | ************************************** |                                  |   |                              | · · · · · · · · · · · · · · · · · · · | <del></del>                  |
| (Che   | eck "All State  | s" or check in                               | ndividual Sta                                    | ates)  | •••••                           |                              | •••••••                                |                                  | *************************************** | •••••                        |                                       | . ⊠ All States               |
| [AL]<br>[IL]<br>[MT]<br>[RI]   | [IN]  | [AZ]<br>[IA]<br>[NV]<br>[SD]                 | [AR]<br>[KS]<br>[NH]<br>[TN]                     | [CA]<br>[KY]<br>[NJ]<br>[TX]                   | [CO]<br>[LA]<br>[NM]<br>[UT]    | [CT]<br>[ME]<br>[NY]<br>[VT] | [DE]<br>[MD]<br>[NC]<br>[VA]           | [DC]<br>[MA]<br>[ND]<br>[WA]     | [FL]<br>[MI]<br>[OH]<br>[WV]            | [GA]<br>[MN]<br>[OK]<br>[WI] | [HI]<br>[MS]<br>[OR]<br>[WY]          | [ID]<br>[MO]<br>[PA]<br>[PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# ATTACHMENT TO FORM D FOR USA BRIAR FOREST CROSSING, LP

Section B., Question 4

| Full Name (1              | act name f                          | ret if indivi    | dual)          |                |                |              |              |              |               | <del></del>  |              |   |
|---------------------------|-------------------------------------|------------------|----------------|----------------|----------------|--------------|--------------|--------------|---------------|--------------|--------------|---|
| Berthel Fi                |                                     | iist, ii iiidivi | duai)          |                |                |              |              |              |               |              |              |   |
| Business or               | Residence A                         | Address (Nu      | mber and Str   | reet, City, St | ate, Zip Cod   | e)           |              |              |               |              |              |   |
|                           |                                     |                  | arion, IA      | 52302          |                |              |              |              |               |              |              |   |
| Name of Ass               | sociated Bro                        | ker or Deal      | er             |                |                |              |              |              |               |              |              | 1                                       |
| States in Wh              | ich Person                          | Listed Has S     | Solicited or I | ntends to So   | licit Purchas  | ers          | <del></del>  |              | ·             |              |              | <u></u>                                 |
| (Check                    | "All States'                        | or check in      | dividual Sta   | .tes)          |                | •••••        | ••••••••     | ••••••       | •••••         |              |              | ☑ All States                            |
| [AL]                      | [AK]                                | [AZ]             | [AR]           | [CA]           | [CO]           | [CT]         | [DE]         | [DC]         | [FL]          | [GA]         | [HI]         | [ID]                                    |
| [IL]<br>[MT]              | [IN]<br>[NE]                        | [IA]<br>[NV]     | [KS]<br>[NH]   | [KY]<br>[NJ]   | [LA]<br>[NM]   | [ME]<br>[NY] | [MD]<br>[NC] | [MA]<br>[ND] | [MI]<br>[OH]  | [MN]<br>[OK] | [MS]<br>[OR] | [MO]<br>[PA]                            |
| [RI]                      | [SC]                                | [SD]             | [TN]           | [XT]           | [บา]           | [VT]         | [VA]         | [WA]         | [wv]          | [wɪ]         | [WY]         | [PR]                                    |
| Full Name (               | Last name f                         | irst, if indivi  | dual)          |                | <del></del>    |              | <del></del>  | ···          | <del></del>   |              |              |   |
| Archer Al                 | exander S                           | ecurities (      | Corp.          |                |                |              |              |              |               |              |              |   |
| Business or               |                                     | `                |                | . •            | •              | ŕ            |              |              |               |              |              |   |
| 9401 India<br>Name of Ass |                                     |                  |                | ınd Park, I    | KS 66210       | <del></del>  |              |              | <del></del> - |              | <del></del>  | *************************************** |
|                           |                                     |                  |                |                |                |              |              |              |               |              |              |   |
| States in Wh              | ich Person                          | Listed Has S     | Solicited or I | ntends to Sc   | licit Purchas  | sers         |              | 21           |               |              |              |   |
| (Check                    | "All States"                        | or check in      | dividual Sta   | ites)          |                |              |              |              |               |              |              |   |
| [AL]                      | [AK]                                | [AZ]             | [AR]           | [CA]           | [CO]           | [CT]         | [DE]         | [DC]         | [FL]          | [GA]         | [HI]         | [ID]                                    |
| [IL]<br>[MT]              | [IN]<br>[NE]                        | [IA]<br>[NV]     | [KS]<br>[NH]   | [KY]<br>[NJ]   | [LA]<br>[NM]   | [ME]<br>[NY] | [MD]<br>[NC] | [MA]<br>[ND] | [MI]<br>[OH]  | [MN]<br>[OK] | [MS]<br>[OR] | [MO]<br>[PA]                            |
| [RI]                      | [SC]                                | [SD]             | [TN]           | [TX]           | [UT]           | [VT]         | [VA]         | [WA]         | [WV]          | [WI]         | [WY]         | [PR]                                    |
| Full Name (               | Lost nama f                         | inct if indivi   | idual)         |                | ····           |              |              |              | -             |              |              |   |
| Brookstre                 |                                     | •                | iduai)         |                |                |              |              |              |               |              |              |   |
| Business or               | Residence A                         | Address (Nu      | mber and St    | reet, City, St | tate, Zip Coc  | le)          |              |              |               |              |              |   |
| 2361 Cam                  |                                     |                  |                | CA 9261        | 2              |              |              |              |               |              |              |   |
| Name of As                | Name of Associated Broker or Dealer |                  |                |                |                |              |              |              |               |              |              |   |
| States in Wh              | nich Person                         | Listed Has S     | Solicited or l | ntends to So   | olicit Purchas | sers         |              |              |               |              |              |   |
| (Check                    | "All States                         | " or check ir    | ndividual Sta  | ites)          |                |              | •••••        |              |               |              |              |   |
| [AL]                      | [AK]                                | [AZ]             | [AR]           | [CA]           | [CO]           | [CT]         | [DE]         | [DC]         | [FL]          | [GA]         | [HI]         | [ID]                                    |
| [IL]                      | [IN]                                | [IA]             | [KS]           | [KY]           | [LA]           | [ME]         | [MD]         | [MA]         | [MI]          | [MN]         | [MS]         | [MO]                                    |
| [MT]<br>[RI]              | [NE]<br>[SC]                        | [NV]<br>[SD]     | [NH]<br>[TN]   | [NJ]<br>[TX]   | [NM]<br>[UT]   | [NY]<br>[VT] | [NC]<br>[VA] | [ND]<br>[WA] | [OH]<br>[WV]  | [OK]<br>[WI] | [OR]<br>[WY] | [PA]<br>[PR]                            |
| (M)                       | [၁၀]                                | [մՄ]             | [114]          | [۱۸]           | [01]           | [ * 1]       | [ + A]       | [ זיי בה]    | [ ** *]       | [ 17 1]      | [ · · · · ]  | [1 14]                                  |

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.   |                             |                                       |
|----|---|-----------------------------|---------------------------------------|
|    | Type of Security  | Aggregate<br>Offering Price | Amount Already<br>Sold                |
|    | Debt  | \$ N/A                      | \$ N/A                                |
|    | Equity  | \$ _N/A                     | \$ N/A                                |
|    | ☐ Common ☐ Preferred  |                             |                                       |
|    | Convertible Securities (including warrants)   | \$ N/A                      | \$ N/A                                |
|    | Partnership Interests   | \$ *                        | \$ 0                                  |
|    | Other (Specify: tenant-in-common interests in the Property* (SEE ATTACHED PAGE)   | \$ 5,064,000*               | \$ 4,728,505                          |
|    | Total   | \$ 5,064,000                | \$ 4,728,505                          |
|    | Answer also in Appendix, Column 3, if filing under ULOE.  |                             |                                       |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."            |                             |                                       |
|    |   | Number<br>Investors         | Aggregate Dollars Amount of Purchases |
|    | Accredited Investors  | 11                          | \$ 4,728,505                          |
|    | Non-accredited Investors  | N/A                         | \$ N/A                                |
|    | Total (for filings under Rule 504 only)   | N/A                         | \$ N/A                                |
|    | Answer also in Appendix, Column 4, if filing under ULOE.  |                             |                                       |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C-$ Question 1.   |                             |                                       |
|    | Type of offering  | Type of Security            | Dollar Amount<br>Sold                 |
|    | Rule 505  | N/A                         | \$ N/A                                |
|    | Regulation A  | N/A                         | \$ N/A                                |
|    | Rule 504  | N/A                         | \$ N/A                                |
|    | Total   | N/A                         | \$ N/A                                |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. |                             |                                       |
|    | Transfer Agent's Fees   |                             | □ \$ <u>0.00</u>                      |
|    | Printing and Engraving Costs  |                             | <b>≥</b> \$ 8,000                     |
|    | Legal Fees  |                             |                                       |
|    | Accounting Fees   |                             | <b>≥</b> \$ 2,000                     |
|    | Engineering Fees  |                             | □ \$ <u>0.00</u>                      |
|    | Sales Commissions (specify finders' fees separately)  |                             | <b>№</b> \$ 405,120                   |
|    | Other Expenses (identify): offering and organizational expenses.  |                             | <b>⊗</b> \$ 119,880                   |
|    | Total   |                             | <b>⋈</b> \$ 610,000                   |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

## ATTACHMENT TO FORM D FOR USA BRIAR FOREST CROSSING, LP

Section C., Question 1

USA Briar Forest Crossing, LP (the "Partnership") is acquiring Briar Forest Crossing, a four story office building and attached two-level parking garage in the Westchase District of Houston, Texas (the "Property"). The Partnership is offering tenant-in-common interests in the Property ("Interests"). Interests not sold will be retained by the Partnership and will constitute the Partnership's principal asset. Depending on the Interests sold in the tenant-in-common offering, it is anticipated that the Partnership will own no more than a 10% Interest which it will finance through a separate but concurrent offering of its class A units (the "Units") of limited partnership interests. The aggregate offering price of both the Interests and the Units will total \$5,064,000.

| _   | C. OFFERING PRICE, NUMBER  | OF INVESTORS, EXPENSES AND USE O   | F PROCEEDS   |   |
|-----|--|--|--|---|
|     | b. Enter the difference between the aggregate offering price total expenses furnished in response to Part C — Question proceeds to the issuer."  | e given in response to Part C - Question 1 and 1 4.a. This difference is the "adjusted gross |  | \$ <u>4,454,000</u>                                   |
| 5.  | Indicate below the amount of the adjusted gross proceeds teach of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the payments to the issuer set forth in response to Part C — Question 4.b. a | e is not known, furnish an estimate and check slisted must equal the adjusted gross proceeds |  |   |
|     | ,  |  | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments To<br>Others                                 |
|     | Salaries and fees  | ⊠  | \$ 308,996   | <b>■</b> \$ 72,100                                    |
|     | Purchase of real estate  |  | \$0  | <b>■</b> \$ 3,399,875                                 |
|     | Purchase, rental or leasing and installation of machinery  | y and equipment  | \$0  | □ \$ <u> </u>   |
|     | Construction or leasing of plant buildings and facilities.   |  | \$0  | □ \$ <u> </u>   |
|     | Acquisition of other business (including the value of seconfering that may be used in exchange for the assets or sissuer pursuant to a merger)   | securities of another  | \$ 0   | □ \$ 0  |
|     | Repayment of indebtedness  |  |  | □ \$ <u>0</u>   |
|     | Working capital (reserves)   |  | \$ <u> </u>  | <b>■</b> \$ 600,000                                   |
|     | Other (specify): (a) closing and carrying cost   |  | \$0  | <b>■</b> \$ 73,029                                    |
|     | (b)  |  | \$0  | □ <u>\$</u> _0  |
|     | Column Totals  |  | \$ 308,996   |   |
|     | Total Payments Listed (column totals added)  |  | ⊠ \$_  | 4,454,000   |
|     |  |  |  |   |
|     |  | FEDERAL SIGNATURE  |  |   |
| ons | ssuer has duly caused this notice to be signed by the undersignates an undertaking by the issuer to furnish to the U.S. Secure issuer to any non-accredited investor pursuant to paragraph be  | rities and Exchange Commission, upon written   | iled under Rule 505<br>request of its staff, 1         | , the following signature<br>he information furnished |
| Iss | uer (Print or Type)  | Signature  | Da   | ate   |
|     | USA Briar Forest Crossing, LP  | #4J  |  | 1/10/05   |
| Na  | me of Signer (Printer or Type)   | Title of Signer (Print or Type)  |  |   |
|     | H. Michael Schwartz  | President, USA Briar Forest Crossing GP, LLC   | , General Partner of                                   | Issuer  |

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)